



May 20, 2022

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: **533261**

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: **EROSMEDIA**

SUB: Postal Ballot Notice

Dear Sir/Madam

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated May 19, 2022 being sent to the members.

The Notice seeks approval of members of Eros International Media Limited ("Company") through Postal Ballot **only by way of remote electronic voting ("remote e-voting")** in respect of Ordinary/Special Resolution, as set out in the Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid **Notice is being sent only by email** to all the members of the Company who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or respective depository participant and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. **Thursday, May 19, 2022.**

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence on **Saturday, May 21, 2022 at 9:00 A.M. (IST)** and shall end on **Sunday, June 19, 2022 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL thereafter.

The result of Postal Ballot will be announced on or before **Tuesday, June 21, 2022.**

Notice is also available on the website of the Company i.e. www.eiml.site and on the website of CDSL i.e. www.evotingindia.com.

You are requested to kindly take the same on your records.

Yours faithfully,
for **Eros International Media Limited**



Vijay Thaker
VP- Company Secretary & Compliance Officer

Encl: a/a

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 9th Floor, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6602 1500 Fax: +91-22-6602 1540 E-mail: eros@erosintl.com • www.erosstx.com / www.eiml.site
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.
CIN No. L99999MH1994PLC080502



EROS INTERNATIONAL MEDIA LIMITED

CIN No. L99999MH1994PLC080502

Corporate Office: 9th Floor, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai 400053.

Tel.: +91-22-6602 1500 | Fax: +91-22-6602 1540 | E-mail: eros@erosintl.com | Website: www.eiml.site

Regd. Off: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai 400053.

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking consent of the members, to pass the proposed resolution mentioned below as Ordinary/Special Resolutions through Postal Ballot only by voting through electronic means ("**remote e-voting**"). Communication of assent or dissent of the Members would take place only through the remote e-voting system. The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102(1) and other applicable provisions, if any of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended to this Postal Ballot Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

SPECIAL BUSINESS:

1. Appointment of Mr. Vijay Jayantilal Thaker (DIN: 01867309) as a Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Jayantilal Thaker (DIN: 01867309) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 19, 2022 in terms of Section 161(1) of the Act, and Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director in addition to the VP-Company Secretary & Compliance Officer of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

2. Alteration of Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company.

- a) Clause III A of the existing Object Clause THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPROATION be substituted by new heading titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”
- b) The existing Clause III B “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTES” be substituted by the new heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A”.
- c) The existing Sub-clauses 45 to 94 as appearing under the existing Clause III (C) i.e. “OTHER OBJECTS”, be shifted under the new Clause III (B) i.e. “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)”. The existing Clause III(C) i.e. “OTHER OBJECTS” be deleted.
- d) The existing Clause IV is substituted by the following Clause:

“IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- e) The words and expressions used according to the provisions of the “Companies Act, 1956” shall be replaced in accordance with the provisions of “Companies Act, 2013”.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised

Share Capital of the Company from existing Rs. 125,00,00,000/- (Rupees One Hundred Twenty Five Crores Only) divided into 12,50,00,000/- (Twelve Crores Fifty Lakhs) Equity Shares of Rs.10/- each to Rs. 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of Rs. 10/- each by creation of additional 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity shares of face value of Rs. 10/- each ranking *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“V. The Authorized Share Capital of the Company is Rs. 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) divided into 35,00,00,000 (Thirty Five Crores) equity shares of Rs.10/- (Rupees Ten Only) each with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

4. Issue and allotment of Warrants on Preferential Basis

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 13,50,00,000 (Thirteen Crore Fifty Lakh) convertible warrants (“**Warrants**”) at a price of Rs. 30/- (Rupees Thirty Only) per Warrant (“**Warrant Issue Price**”) with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) at a premium of Rs. 20/- (Rupees Twenty Only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 405,00,00,000/- (Rupees Four Hundred and Five Crore Only), to the

below mentioned Investor(s) of the Company (“**Proposed Allottees**”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Name of the Proposed Allottees	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1	Eros Worldwide FZ LLC	Promoter	3,50,00,000	1,05,00,00,000
2	Aegis Investment Fund	Public	1,92,94,648	57,88,39,440
3	Aidos India Fund Ltd	Public	1,78,96,652	53,68,99,560
4	Forbes EMF	Public	1,52,08,705	45,62,61,150
5	NAV Emerging Market Star Fund	Public	1,93,92,590	58,17,77,700
6	Nexpact Limited	Public	93,04,526	27,91,35,780
7	Vespera Fund Limited	Public	95,98,353	28,79,50,590
8	India Opportunities Growth Fund - Pinewood Strategy	Public	93,04,526	27,91,35,780
	TOTAL		13,50,00,000	4,05,00,00,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as May 20, 2022, being the date 30 days prior to the last date of e-voting i.e. June 19, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- b. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- c. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- d. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- e. Apart from the said right of adjustment mentioned in (d) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- f. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- g. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company;

- h. the allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- i. the allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
- j. The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;
- k. The pre-preferential shareholding of the Allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

By Order of the Board of Directors
For **Eros International Media Limited**

Vijay Thaker
Vice President- Company Secretary
& Compliance Officer

Date: May 19, 2022
Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.

2. In compliance with the aforesaid MCA Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Postal Ballot Notice will also be available on website of the Company, i.e. www.eiml.site, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL www.evotingindia.com.
3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays until last date of remote e-voting. Members can inspect the same by sending an email to the Company at compliance.officer@erosintl.com.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited in case the shares are held by them in physical form.
5. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Sunday, June 19, 2022.
6. Information and other instructions relating to e-voting are as under:
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Rules, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolution proposed to be passed through remote e-voting.
 - ii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members.
 - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. May 19, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - iv. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, May 19, 2022, only shall be entitled to avail the facility of e-voting.
 - v. Members who are holding shares in physical form or who have not registered their email address with the Company/ Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. Thursday, May 19, 2022; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent ('RTA'), Link Intime India Private Limited. In case of any queries, members may contact Company's RTA, Link Intime India Private Limited, Unit - Eros International Media Limited, C-101, 247Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited by sending an email at rnt.helpdesk@linkintime.co.in or at Co's email Id

compliance.officer@erosintl.com by following due procedure. However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- vi. Mr. Suhas Ganpule, Practicing Company Secretary, (Membership No. 12122, CP No: 5722) proprietor of S G. & Associates has been appointed as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- vii. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of Postal Ballot; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.eiml.site and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

viii. Information and other instructions relating to e-voting are as under:

- a. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Saturday, May 21, 2022. End of e-voting: Up to 5:00 p.m. (IST) on Sunday, June 19, 2022. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- b. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see the respective e-voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

c. Login method for e-voting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL’s EASI/EASIEEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- d. After entering these details appropriately, click on “SUBMIT” tab.
- e. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g. Click on the EVSN of the “EROS INTERNATIONAL MEDIA LIMITED”.
- h. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- i. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- j. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- k. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- m. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- n. If you have any queries or issues regarding e-Voting from the e-voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Bhavesh Pimputkar (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- o. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

p. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@erosintl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA:

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository.
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
8. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime India Private Limited.

By Order of the Board of Directors
For **Eros International Media Limited**

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: May 19, 2022
Place: Mumbai

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on May 19, 2022, appointed Mr. Vijay Jayantilal Thaker who holds office as VP-Company Secretary & Compliance Officer and Key Managerial Personnel as an Additional Director of the Company subject to approval of members of the Company. In terms of the provisions of Section 161(1) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing candidature of Mr. Vijay Jayantilal Thaker for the office of Director of the Company.

Mr. Vijay Thaker is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

Mr. Thaker shall not be entitled to receive any sitting fees for attending any Meetings of the Board or any committee constituted by the Board.

Brief Profile of Mr. Vijay Thaker alongwith other details as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 is as under:

Name	Mr. Vijay Jayantilal Thaker
DIN	01867309
Designation	Director
Date of Birth	10/12/1954
Age	67 Years
Date of First Appointment on the Board	May 19, 2022
Qualifications	CA, CS, LLB, MBA
Profile	Mr. Vijay Thaker aged 67 years is a Fellow Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Company Secretaries of India since 1988 and also holds MBA (Finance) degree from Institute of Chartered Financial Analyst of India, Bachelor Degree in Law and Bachelor Degree in Commerce in Accounts. He has an overall experience of 37+ years and had been responsible for Corporate & Secretarial Compliances, Corporate Finance, Budgetary Controls, Business Plan, Treasury Functions, Profit Planning, Project Accounting, Internal, Statutory and tax Audit, Mergers, demergers & acquisition, Management & Operational Audit, & Taxation.
Terms and conditions of Appointment	<p>Retire by rotation:</p> <ul style="list-style-type: none"> • Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. <p>Code of Conduct:</p> <p>Abide by the Code of Conduct devised by the Company</p>
Directorships held in other companies (as on March 31, 2022)	<ol style="list-style-type: none"> 1) Total Carriers Private Limited 2) B4U Broadband (India) Private Limited 3) B4U Television Network India Limited 4) ErosNow Private Limited 5) Eros Animation Private Limited 6) Eyeqube Studios Private Limited 7) EM Publishing Private Limited 8) Salvi Chemical Industries Limited
Memberships/Chairmanships of Committees of other companies	Nil
Last remuneration drawn	Rs. 36,00,000 (as VP-Company Secretary & Compliance Officer)
Remuneration to be paid	NIL
Relationship with other Directors, Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of Board Meetings attended during FY 2021-22	NA
Number of shares held in the Company	Nil
Number of Stock Options	Nil

Your Director recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Vijay Thaker is concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the accompanying Notice.

Item No. 2:

The present Memorandum of Association ("MOA") was adopted by the Company at the time of incorporation in 1994 under the Companies Act, 1956. Since then, the Companies Act has been replaced with the Companies Act, 2013 ("the Act"). The said new Act has changed the structure/format of the memorandum of association. As good governance practice, it is desired that MOA to be amended to reflect the updated position in a lucid and coherent manner.

Accordingly, in order to align the existing MOA of the Company with Table A of the Schedule I of the Act, in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company. The Board of Directors at its meeting held on May 19, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

In terms of Section 13 of the Act, the consent of the Members by way of special resolution is required for alteration of MOA of the Company. The Board recommends the special resolution at item no. 2 of the accompanying Notice for approval of the Members. The proposed draft of MOA is being uploaded on the Company's website for online inspection of the Members in the manner provided in the note no. 3 to this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the accompanying Notice.

Item No. 3:

The present Authorised Share Capital of the Company is Rs. 1,25,00,00,000 (Rupees One Hundred Twenty Five Crores Only) comprising of 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on May 19, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 1,25,00,00,000 (Rupees One Hundred Twenty Five Crores Only) to Rs. 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) by creation of 22,50,00,000 (Twenty Two Crores Fifty Lakhs) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from 1,25,00,00,000 (Rupees One Hundred Twenty Five Crores Only) to Rs. 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) by creation of 22,50,00,000 (Twenty Two Crores Fifty Lakhs) additional equity share of Rs.10/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 3 to this Notice.

Your Director recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the accompanying Notice

Item No. 4:

The Board of Directors of the Company (“**the Board**”) at their Meeting held on May 19, 2022, subject to necessary approval(s), has approved the proposal for raising of funds by issue of upto 13,50,00,000 (Thirteen Crore Fifty Lakh) convertible warrants (“**Warrants**”) at a price of Rs. 30/- (Rupees Thirty only) per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) at a premium of Rs. 20/- (Rupees Twenty only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 405,00,00,000/- (Rupees Four Hundred and Five Crore only) to the below mentioned Investor(s) of the Company (“**Proposed Allottees**”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations:

Sr.No	Name of the Proposed Allottees	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1	Eros Worldwide FZ LLC	Promoter	3,50,00,000	1,05,00,00,000
2	Aegis Investment Fund	Public	1,92,94,648	57,88,39,440
3	Aidos India Fund Ltd	Public	1,78,96,652	53,68,99,560
4	Forbes EMF	Public	1,52,08,705	45,62,61,150
5	NAV Emerging Market Star Fund	Public	1,93,92,590	58,17,77,700
6	Nexpact Limited	Public	93,04,526	27,91,35,780
7	Vespera Fund Limited	Public	95,98,353	28,79,50,590
8	India Opportunities Growth Fund - Pinewood Strategy	Public	93,04,526	27,91,35,780
	TOTAL		13,50,00,000	4,05,00,00,000

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”) are as under:

1) Objects of the Preferential Allotment:

The Company is planning to raise funds for long term working capital requirements, repayment of debt and/or for general corporate purposes.

2) Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting held on May 19, 2022, has, subject to the approval of the Members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of following:

Sr. No.	Name of the Proposed Allottees	Nature and Number of Securities	Price of each security	Total Amount
1	Eros Worldwide FZ LLC	3,50,00,000	Rs. 30/-	1,05,00,00,000
2	Aegis Investment Fund	1,92,94,648		57,88,39,440
3	Aidos India Fund Ltd	1,78,96,652		53,68,99,560
4	Forbes EMF	1,52,08,705		45,62,61,150
5	NAV Emerging Market Star Fund	1,93,92,590		58,17,77,700
6	Nexfact Limited	93,04,526		27,91,35,780
7	Vespera Fund Limited	95,98,353		28,79,50,590
8	India Opportunities Growth Fund - Pinewood Strategy	93,04,526		27,91,35,780
		13,50,00,000		4,05,00,00,000

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Issue of the Warrants are as stated in the Resolution.

3) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue:

The proposed allottees as mentioned above are intending to participate/subscribe to the proposed Preferential Allotment to the extent of Warrants allotted. Except the aforesaid, no other Promoters, Directors or Key Managerial Personnel of the Company are subscribing to this preferential issue.

4) Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Thursday, May 19, 2022 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as **Annexure - A** to the Notice.

5) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

6) The percentage of post preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the Preferential issue:

Name of the proposed Allottees	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
	No. of Shares	% of Share holding		No. of Shares	% of Share holding
Eros Worldwide FZ LLC	24383541	25.43	35000000	59383541	25.72
Aegis Investment Fund	Nil	Nil	19294648	19294648	8.36
Aidos India Fund Ltd	1499826	1.56	17896652	19396478	8.40
Forbes EMF	3988000	4.16	15208705	19196705	8.31
NAV Emerging Market Star Fund	Nil	Nil	19392590	19392590	8.40
Nexpact Limited	Nil	Nil	9304526	9304526	4.03
Vespera Fund Limited	Nil	Nil	9598353	9598353	4.16
India Opportunities Growth Fund - Pinewood Strategy	Nil	Nil	9304526	9304526	4.03

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Warrants.

7) Re-computation of the share price:

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the Allottees.

8) Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

9) The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Name of the Propose Allottees	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post the preferential issue
Eros Worldwide FZ LLC	Promoter	Promoter
Aegis Investment Fund	Public	Non-Promoter
Aidos India Fund Ltd	Public	Non-Promoter
Forbes EMF	Public	Non-Promoter

NAV Emerging Market Star Fund	Public	Non-Promoter
Nexpact Limited	Public	Non-Promoter
Vespera Fund Limited	Public	Non-Promoter
India Opportunities Growth Fund - Pinewood Strategy	Public	Non-Promoter

10) Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Friday, May 20, 2022, being the date 30 days prior to the last date of e-voting i.e. June 19, 2022.

11) Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Warrant, trading volumes at NSE (*since the highest volumes are registered*) for the period set out below has been accordingly considered.

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 26.37/- (Rupees Twenty Six and Thirty Seven Paise only) per Equity Share; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 25.08/- (Rupees Twenty Five and Eight Paise only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 26.37/- (Rupees Twenty Six and Thirty Seven Paise only) per Equity Share, being higher of the above two prices.

Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. Report from registered valuer is not applicable.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

Hence, the floor price in terms of the SEBI (ICDR) Regulations shall be Rs. 26.37/- (Rupees Twenty Six and Thirty Seven Paise only) per Equity Share.

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each is Rs. 30/- (Rupees Thirty Only) per Warrant which is not lower than the floor price determined in terms of the SEBI (ICDR) Regulations.

12) Adjustments for Warrants:

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall

be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

13) Amount which the Company intends to raise by way of such securities:

Rs. 405,00,00,000/- (Rupees Four Hundred and Five Crore Only).

14) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable. The consideration for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

15) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not applicable: During the year, the Company has not allotted any securities on preferential basis.

16) Lock-in Period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

17) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed Allottees belonging to the Promoter and Promoter Group and Public category.

18) Practicing Company Secretary's Certificate:

The certificate from the Practicing Company Secretary, Mr. Suhas Ganpule, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.eiml.site.

19) Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 4 of this Notice.

20) Other disclosures:

- a. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 4 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 4 in the accompanying notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the accompanying Notice.

By Order of the Board of Directors
For **Eros International Media Limited**

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: May 19, 2022
Place: Mumbai

Annexure A

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No	Category	Pre Issue Shareholding as on		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
		No. of Shares	% of Share holding		No. of Shares	% of Share holding
A	Promoter Shareholding					
1	Indian Promoters					
(i)	Individuals / HUF	7000	0.01	-	7000	0.01
(ii)	Bodies Corporate	21700000	22.63	-	21700000	9.40
2	Foreign Promoters					
(i)	Individuals / HUF	0	0.00	-	0	0.00
(ii)	Bodies Corporate	24383541	25.43	35000000	59383541	25.72
	Total Shareholding of Promoter and Promoter Group (A)	46090541	48.07	35000000	81090541	35.13
B	Public Shareholding					
1	Institutions					
(i)	Mutual Funds	0	0.00	-	0	0.00
(ii)	Foreign Portfolio Investor	7883547	8.22	100000000	107883547	46.73
(iii)	Financial Institutions/ Banks	1000	0.00	-	1000	0.00
(iv)	NRIs	0	0.00	-	0	0.00
2	Non-Institutions					
(i)	Bodies Corporate	703128	0.73	-	703128	0.30
(ii)	Individuals (Public)	34646791	36.13	-	34646791	15.01
(iii)	NBFC Registered with RBI	10439	0.01	-	10439	0.00
(iv)	Foreign Nationals	119	0.00	-	119	0.00
(v)	HUF	2986671	3.11	-	2986671	1.29
(vi)	NRIs	3114433	3.25	-	3114433	1.35
(vii)	Clearing Members	388037	0.40	-	388037	0.17
(viii)	Limited Liability Partnership	47541	0.05	-	47541	0.02
(ix)	Foreign Portfolio Investor (Individual)	1266	0.00	-	1266	0.00
(x)	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	11359	0.01	-	11359	0.00
	Total Public Shareholding (B)	49794331	51.93	100000000	149794331	64.87
	Grand Total (A+B)	95884872	100.00	135000000	230884872	100.00